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**NOTICE OF AN ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of the shareholders of Focus Graphite Inc. (the “**Corporation**”) will be held at the Ottawa Hunt and Golf Club, 1 Hunt Club Road, Ottawa, Ontario, K1V 1B9, on May 1, 2015, at 12.00 p.m. for the following purposes:

1. to receive the financial statements of the Corporation for the year ended September 30th, 2014, together with the report of the auditors thereon;
2. to elect the directors for the forthcoming year;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to establish the auditors’ remuneration;
4. to approve the rolling stock option plan; and
5. to re-confirm the shareholder rights plan.

Ottawa, Ontario, April 2, 2015.

By Order of the Board of Directors of

FOCUS GRAPHITE INC.

(s) Gary Economo
Gary Economo
CEO

Since it is desirable that as many shares as possible be represented and voted at the Meeting, a shareholder, who is unable to attend the Meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.